

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

-----X		
ERNESTO DARQUEA, on behalf	:	Electronically Filed
of himself and all others similarly situated	:	
	:	
Plaintiff,	:	
	:	
-against-	:	Civil Action No. 1:05-CV-10438 (MLW)
	:	
VIISAGE TECHNOLOGY, INC.,	:	
BERNARD C. BAILEY, WILLIAM K.	:	
AULET and DENIS K. BERUBE,	:	
	:	
Defendants.	:	
-----X		
	:	
GERALD D. BRODER, on behalf of	:	
himself and all others similarly situated	:	
	:	
Plaintiff,	:	
	:	
-against-	:	Civil Action No. 1:05-CV-10475 (MLW)
	:	
VIISAGE TECHNOLOGY, INC.,	:	
BERNARD C. BAILEY, WILLIAM K.	:	
AULET and DENIS K. BERUBE,	:	
	:	
Defendants.	:	
-----X		
[Captions continued on next page]		

**PROPOSED ORDER GRANTING THE MOTION OF THE NORWALK GROUP FOR
CONSOLIDATION, APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF
SECTION OF LEAD COUNSEL AND LIAISON COUNSEL**

-----X
JOHN FLYNN, on behalf of
of himself and all others similarly situated

Plaintiff,

-against-

VIISAGE TECHNOLOGY, INC., BER
BERNARD C. BAILEY, WILLIAM K. AULET,
DENIS K. BERUBE, BUDDY G. BECK,
MARCEL YON, THOMAS J. REILLY and
CHARLES E. LEVINE,

Defendants.
-----X

Civil Action No. 1:05-CV-10498 (MLW)

MIN CHANG, individually and on behalf
of all others similarly situated

Plaintiff,

-against-

VIISAGE TECHNOLOGY, INC., BER
BERNARD C. BAILEY, WILLIAM K. AULET,
And DENIS K. BERUBE,

Defendants.
-----X

Civil Action No. 1:05-CV-10537 (MLW)

JOSEPH MARTIN, on behalf of himself
and all others similarly situated

Plaintiff,

-against-

VIISAGE TECHNOLOGY, INC., BER
BERNARD C. BAILEY, WILLIAM K. AULET,
and DENIS K. BERUBE,

Defendants.
-----X

Civil Action No. 1:05-CV-10577 (MLW)

[Captions continued on next page]

-----X
WAYNE CLARK, individually and on behalf
of all others similarly situated

Plaintiff,

-against-

VIISAGE TECHNOLOGY, INC., BER
BERNARD C. BAILEY, WILLIAM K. AULET,
And DENIS K. BERUBE,

Defendants.
-----X

Civil Action No. 1:05-CV-10578 (MLW)

DAPENG LUO, on behalf of
of himself and all others similarly situated

Plaintiff,

-against-

VIISAGE TECHNOLOGY, INC., BER
BERNARD C. BAILEY, WILLIAM K. AULET,
DENIS K. BERUBE, BUDDY G. BECK,
MARCEL YON, THOMAS J. REILLY and
CHARLES E. LEVINE,

Defendants.
-----X

Civil Action No. 1:05-CV-10615 (MLW)

OLYMPIA LEVINSTON STIEGELE,

Plaintiff,

-against-

VIISAGE TECHNOLOGY, INC., BER
BERNARD C. BAILEY, WILLIAM K. AULET,
DENIS K. BERUBE, BUDDY G. BECK,
MARCEL YON, THOMAS J. REILLY and
CHARLES E. LEVINE,

Defendants.
-----X

Civil Action No. 1:05-CV-10677 (MLW)

[Captions continued on next page]

-----X
TURNBERRY ASSET MANAGEMENT, :
on behalf of itself and all others similarly situated :
 :
Plaintiff, :
 :
-against- : Civil Action No. 1:05-CV-10725 (MLW)
 :
VIISAGE TECHNOLOGY, INC., BER :
BERNARD C. BAILEY, WILLIAM K. AULET, :
DENIS K. BERUBE, BUDDY G. BECK, :
MARCEL YON, THOMAS J. REILLY and :
CHARLES E. LEVINE, :
 :
Defendants. :
-----X

Having considered the motion of Movants for consolidation, appointment as Lead Plaintiff, and approval of selection of Lead Counsel, and the memorandum of law and declaration of David Pastor in support thereof, and good cause appearing therefore:

CONSOLIDATION

1. The above captioned actions are hereby consolidated into one action (hereinafter the "Consolidation Action") for all purposes, pursuant to Federal Rules of Civil Procedure 42. This Order shall apply as specified to the Consolidated Action and to each case that relates to the same subject matter that is subsequently filed in this Court or transferred to this Court and is consolidated with the Consolidated Action.

MASTER DOCKET AND MASTER FILES

2. A Master File is hereby established in this proceeding. The Master File shall be 01:05-CV-10438 (MLW). The Clerk shall file all pleadings in the Master File and note such filings on the Master Docket.

3. An original of this Order shall be filed by the Clerk in the Master File.

4. The Clerk shall mail a copy of this Order to counsel of record in the Consolidated Action.

CAPTION OF THE CASE

5. Every pleading filed in the Consolidated Action shall have the following caption:

	X
	:
IN RE VIISAGE TECHNOLOGY, INC. SECURITIES	:
LITIGATION: 1:05-CV-10438 (MLW)	:
	X

NEWLY-FILED OR TRANSFERRED ACTIONS

6. This Court requests the assistance of counsel in calling to the attention of the Clerk of this Court the filing or transfer of any case that might properly be consolidated as part of the Consolidated Action.

7. When a case that arises out of the same subject matter of the Consolidated Action is hereinafter filed in this Court or transferred from another Court, the Clerk of this Court shall:

- a. File a copy of this Order in the separate file for such action;
- b. Mail a copy of this Order to the attorneys for the plaintiff(s) in the newly-filed or transferred case and to any new defendant(s) in the newly-filed or transferred case; and
- c. Make the appropriate entry in the Master Docket for the Consolidated Action.

8. Each new case that arises out of the subject matter of the Consolidated Action which is filed in this Court or transferred to this Court, shall be consolidated with the Consolidated Action and this Order shall apply thereto, unless a party objects to consolidation, as provided for herein, or any provision of this Order, with ten (10) days after the date upon which a copy of this Order is served on counsel for such party, by filing an application for relief and this Court deems

it appropriate to grant such application. Nothing in the foregoing shall be construed as a waiver of the defendants' rights to object to consolidation of any subsequently-filed or transferred related action.

**APPOINTMENT OF LEAD PLAINTIFF,
LEAD COUNSEL AND LIAISON COUNSEL**

9. The following movants and class members are appointed as Lead Plaintiff pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934 ("Exchange Act"): Stanley Norwalk, Cary Hammer, Ara K. Gechijian and Donald Sterby.

10. The law firm of Seeger Weiss LLP is hereby appointed as Lead Counsel. The law firm of Gilman and Pastor, LLP is hereby appointed as Liaison Counsel.

11. With the approval of the Court, Lead Counsel shall assume and exercise the following powers and responsibilities with assistance from Liaison Counsel:

- a. To coordinate the briefing and argument of motions;
- b. To coordinate the conduct of written discovery proceedings;
- c. To coordinate the examination of witnesses in depositions;
- d. To coordinate the selection of counsel to spokesperson at pre-trial conferences;
- e. To call meetings of the plaintiffs' counsel as they deem necessary and appropriate from time to time;
- f. To conduct all settlement negotiations with counsel for the defendants;
- g. To coordinate and direct the preparation for trial, and the trial of this matter and to delegate work responsibilities to selected counsel as may be required;
- h. To receive orders, notices, correspondence and telephones calls from the Court on behalf of all plaintiffs, and to transmit copies of such telephone calls to plaintiffs' counsel; and

i. To supervise any other matters concerning the prosecution or resolution of the Consolidated action.

12. With respect to scheduling and/or procedural matters, defendants' counsel may rely upon all agreements with Lead Counsel.

13. No pleadings or other papers shall be filed or discovery conducted by any plaintiff except as directed or undertaken by lead Counsel.

14. Counsel in any related action that is consolidated with the Consolidated Action shall be bound by this organizational structure of plaintiffs' counsel.

15. Service by the defendants on plaintiffs of any papers shall be deemed to be complete for all purposes when a copy is served on Lead Counsel.

SO ORDERED THIS _____ day of _____, 2005:

United States District Judge

Dated: May 9, 2005